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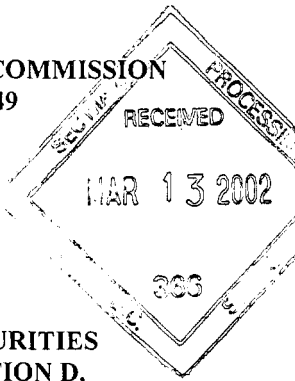
ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2002	
Estimated average burden hours per response... 1	

PROCESSED

APR 01 2002

THOMSON FINANCIAL

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering 2001 December Common Stock Private Placement

Filing Under (Check box(es) that apply): ☐ 504 ☐ 505 ☒ 506 \* ☐ Section 4(6) ☒ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

\* The initial filing inadvertently had filing under 504 when the filing and offering was actually under 506.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer: Samaritan Pharmaceuticals, Inc.

Address of Executive Offices: 101 Convention Center Drive Suite 310 Las Vegas NV 89109  
Telephone Number: 702-735-7001

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
Telephone Number (Including Area Code)  
(if different from Executive Offices)

Brief Description of Business: Samaritan Pharmaceuticals is a biopharmaceutical company focused on drug discovery in the key markets of Neurology, (Alzheimer's, Parkinson's) Oncology and HIV.

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):  
☐ business trust ☐ limited partnership, to be formed

Month Year  
Actual or Estimated Date of Incorporation or Organization: [03] [1996] ☒ Actual ☐ Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction) [N] [V]

**A. BASIC IDENTIFICATION DATA**

Check Box(es) that ☐ Promoter ☒ Beneficial ☒ Executive ☒ Director ☐ General and/or  
Apply: Owner Officer Managing  
Partner

Full Name: Greeson, Janet

Business Address: 101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or  
Apply: Owner Officer Managing  
Partner

Full Name: Burkett, Paul

Business Address: : 101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or  
Apply: Owner Officer Managing  
Partner

Full Name: Holden, Welter

Business Address: 101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that ☐ Promoter ☒ Beneficial ☒ Executive ☒ Director ☐ General and/or  
Apply: Owner Officer Managing  
Partner

Full Name: Boyle, Eugene

Business Address: 101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or  
Apply: Owner Officer Managing  
Partner

Full Name: Thompson, Cynthia

Business Address : 101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply:    ☐ Promoter   ☐ Beneficial Owner    ☐ Executive Officer    ☒ Director   ☐ General and/or Managing Partner

Full Name: Sullivan, Brian

Business Address : 101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply:    ☐ Promoter   ☐ Beneficial Owner    ☒ Executive Officer    ☒ Director   ☐ General and/or Managing Partner

Full Name: Bessert, Douglas

Business Address : 101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply:    ☐ Promoter   ☐ Beneficial Owner    ☐ Executive Officer    ☒ Director   ☐ General and/or Managing Partner

Full Name Winn, Thomas H.

Business Address : 101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply:    ☐ Promoter   ☐ Beneficial Owner    ☒ Executive Officer    ☒ Director   ☐ General and/or Managing Partner

Full Name: Papadopoulos, Vassilios

Business Address : 3525 Leore Court, Las Vegas NV 89121

Check Box(es) that Apply:    ☐ Promoter   ☒ Beneficial Owner    ☐ Executive Officer    ☐ Director   ☐ General and/or Managing Partner

Full Name: Sapse, Alfred

Business Address : 3525 Leore Court, Las Vegas, NV 89121

Check Box(es) that Apply:    ☐ Promoter   ☒ Beneficial Owner    ☐ Executive Officer    ☐ Director   ☐ General and/or Managing Partner

Full Name: Cortisol Medical Research

Business Address : 3525 Leore Court, Las Vegas NV 89121

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**B. INFORMATION ABOUT OFFERING**

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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
[ x ] [ ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$5,000

3. Does the offering permit joint ownership of a single unit?..... Yes No  
[ x ] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

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Full Name (Last name first, if individual)

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Name of Associated Broker or Dealer

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

[ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$0	\$0
Equity .....	\$401,100	\$401,100
[x] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$0	\$0
Partnership Interests .....	\$0	\$0
Other .....	\$0	\$0
Total .....	\$401,100	\$401,100

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases

Number Aggregate

	Investors	Dollar Amount of Purchases
Accredited Investors .....	34	\$336,100
Non-accredited Investors .....	11	\$ 65,000
Total (for filings under Rule 504 only) .....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	0	\$0
.....	0	\$0
Rule 504 .....	0	\$0
Total .....	0	\$0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input checked="" type="checkbox"/> \$900
Printing and Engraving Costs .....	<input checked="" type="checkbox"/> \$300
Legal Fees .....	<input checked="" type="checkbox"/> \$1000
Accounting Fees .....	<input checked="" type="checkbox"/> \$1000
Engineering Fees .....	<input type="checkbox"/> \$0
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$0
Other Expenses (identify) .....	<input type="checkbox"/> \$0
Total .....	<input checked="" type="checkbox"/> \$3200

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$397,900


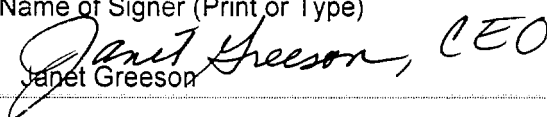
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$

Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$231,100
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$20,000
Other (specify): Research and Development	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$150,000
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$401,100
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$401,100

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Samaritan Pharmaceuticals, Inc.		02/25/01
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
 Janet Greeson	Chief Executive Officer	

#### ATTENTION

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

#### E. STATE SIGNATURE


1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No  
☐ ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (UOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

Issuer (Print or Type)	Signature	Date
Samaritan Pharmaceuticals, Inc.		02/25/01
Name of Signer (Print or Type)	Title (Print or Type)	
Janet Greeson	Chief Executive Officer	

[illegible]

